

**CERTIFICATE OF RESOLUTION
AUTHORIZING PREPARATION FOR FILING OF
VOLUNTARY PETITION FOR REORGANIZATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

The Board of Directors (the "Board of Directors") of International Association of Sheet Metal, Air, Rail & Transportation Workers, Transportation Division, Local 1594 (the "Company"), duly constituted hereby submits the following resolutions adopted by unanimous consent by Members of the Board of Directors ("Members"):

Approval and Authorization of Filings Under Chapter 11 of the U.S. Bankruptcy Code

WHEREAS, that in the judgment of the Board of Directors, it may become desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties, that a petition for reorganization of the Corporation be filed under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that the Managing Director (the "Authorized Officer") is hereby authorized, empowered and directed, on behalf of the Corporation, to take all necessary actions and make all necessary preparations for the Corporation to be in a position to commence a case under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"), and to commence the Chapter 11 Case, in the venue that the Authorized Officer deems appropriate and at such time that the Authorized Officer deems appropriate, in the exercise of his discretion and professional expertise;

RESOLVED, that the Authorized Officer of the Company shall be and hereby is authorized and directed to do and perform all such acts and things to be prepared to execute and file all petitions, plans, pleadings, schedules, lists, statements, applications, documents, certificates and other papers, and to take such other steps as may be deemed necessary or desirable in order to conduct a case under Chapter 11 of the Bankruptcy Code and to effectuate a reorganization or sale of the Company under Chapter 11 as is deemed appropriate;

RESOLVED, that the Company shall continue to employ, subject to any requisite bankruptcy court approval, Bruce Cheatham, Jr., as its Authorized Officer to advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Company shall employ, subject to any requisite bankruptcy court approval, the law firm of Gellert Scali Busenkell and Brown, LLC as general reorganization counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officer is hereby authorized and directed to cause to be filed an appropriate application for authority to retain the services of Gellert Scali Busenkell & Brown, LLC;

RESOLVED, that the Company shall employ, subject to any requisite bankruptcy court approval, such other professionals and persons as the Authorized Officer determines are necessary in order to conduct the Chapter 11 Case and to operate the business while subject to the jurisdiction of the Bankruptcy Court;

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officer, the Authorized Officer and such other officers of the Company as any Authorized Officer shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such Authorized Officer, be authorized and empowered to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, declarations, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions as in the judgment of such officer shall be or become necessary, proper and desirable to conduct the Chapter 11 Case and to effectuate a reorganization or liquidation of the Corporation as is deemed appropriate; and

RESOLVED, that any and all actions heretofore or hereafter taken by the officers or directors of the Company in the name of and on behalf of the Company in furtherance of any or all of the foregoing resolutions are hereby ratified and confirmed in their entirety.

I, Bruce Cheatham, Jr., President of International Association of Sheet Metal, Air, Rail & Transportation Workers, Transportation Division, Local 1594, do hereby certify that the foregoing is a true, complete and accurate copy of the resolutions duly resolved by the Board of Directors of said Company by unanimous consent; and I do further certify that these resolutions have not been altered, amended, repealed or rescinded and are now in full force and effect.

The undersigned further certifies that the Board of Directors had at the time of the adoption of said resolutions full power and authority to adopt said resolutions, and that the Board of Directors now has said power and authority.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of International Association of Sheet Metal, Air, Rail & Transportation Workers, Transportation Division, Local 1594, this 16th day of June, 2023.

By: 

Name: Bruce Cheatham, Jr.

Title: President and Managing Member